

P97000065705

July 22, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: J. D. Marcite, Inc.


200002249472--6
-07/28/97--01122--022
***122.50 ***122.50

Gentlemen:

Enclosed please find the original and one (1) copy of the Articles of Incorporation, together with my money order in the amount of \$122.50 (One Hundred Twenty-two dollars and fifty cents).

This represents the cost of the filing fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above referenced corporation.

Respectfully,


Jerry D. Henson, President
J/D. Marcite, Inc.

810 Simon Avenue
Winter Park, Florida 32804
(407) 294-2836

FILED
97 JUL 28 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 7/30/97

ARTICLES OF INCORPORATION

OF

J.D. MARCITE, INC.

FILED

97 JUL 28 AM 10:12

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned subscriber to the Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I- CORPORATE NAME

The name of the corporation is: J.D. MARCITE, INC.

ARTICLE II- DURATION

This corporation shall exist perpetually, commencing as of the date of acceptance of these Articles of Incorporation unless dissolved according to Florida Law.

ARTICLE III-PURPOSE

The general purpose for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida Corporation Act; and,
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.
3. J.D. Marcite, Inc. Is a full service pool company. Main focus is the implementation and repair/refurbishment of pool surfaces etc.

ARTICLE IV-CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time in ONE HUNDRED THOUSAND (100,000) shares of common stock having ONE DOLLAR (\$1.00). Par value, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the board of directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office of this corporation and the mailing (street) address is 810 Simon Avenue, Winter Park, Florida 32804.

The name and street address of the Initial Registered Agent of this Corporation is:

**AURORA TRIGG
6774 BRITTANY CHASE COURT
ORLANDO, FLORIDA 32810**

ARTICLE VI - INITIAL OFFICER(S)

The name(s) and street address(es) of the initial officer(s) of the corporation, who shall hold office for the first year in existence of this corporation or until (his/their) successor(s) is/are elected or appointed and have qualified, (is/are);

<u>NAME</u>	<u>STREET ADDRESS</u>	<u>OFFICE</u>
JERRY D. HENSON	810 SIMON AVENUE WINTER PARK, FL 32804	President/Sec/Treasurer

ARTICLE VII - INCORPORATOR

This corporation shall consists of a minimum of one (1), and a maximum of then (10) directors initially. The number of directors may either be increased or decreased from time to time by the By-Laws but shall never be less than one (1). The name(s) and street address(es) of the initial director(s) of the corporation, who shall hold office for the first year in existence of

this corporation or until (his/their) successor(s) (is/are) elected or appointed and have qualified, (is/are):

JERRY D. HENSON

810 SIMON AVE, WINTER PARK , FL 32804

ARTICLE VIII - INCORPORATOR

The following is the name and street address of the incorporators to these Articles of Incorporation:

JERRY D. HENSON

810 SIMON AVE., WINTER PARK, FL 32804

ARTICLE IX - BY-LAWS

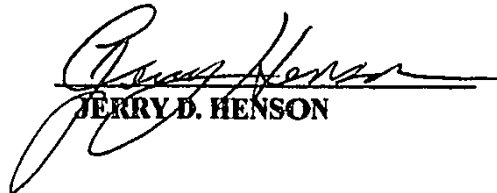
The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal by-laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such by-laws.

ARTICLE X - PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right, upon the sale (for cash or otherwise) of any new stock of the corporation or of any stock of the corporation held by it in its treasury or otherwise, whether or not said stock is of the same kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others.

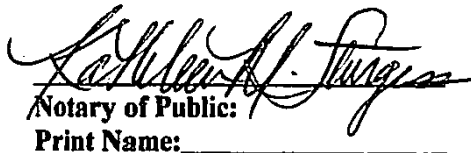
ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. IN
WITNESS WHEREOF, The parties have hereunto set their hand and seal this 15th day
of July 1997.


JERRY D. HENSON

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 15th Day of JULY, 1997,
by JERRY D. HENSON, who is personally known to me or produced Florida Drivers
License # H525-424-57-173-0 As identification and who did/did not take an oath.


Notary of Public:
Print Name: _____

My commission expires



Official Seal

**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

I. D. MARCITE INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at

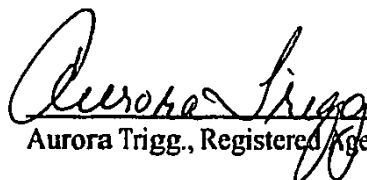
6774 Brittany Chase Court
Orlando, Florida 32810

has named **Aurora Trigg**

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


Aurora Trigg., Registered Agent

FILED
97 JUL 28 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA